

Bylaws of *Peninsula Community Pickleball Club* (the “Society”)

PART 1 – DEFINITIONS AND INTERPRETATION

Definitions

1.1 In these Bylaws:

“Act” means the *Societies Act* of British Columbia as amended from time to time;

“Board” means the directors of the Society;

“Bylaws” means these Bylaws as altered from time to time.

“Governing Documents” means the PCPC Code of Conduct, PCPC Waiver of Liability and Membership Agreement, Pickleball Canada Release of Liability and Waiver of Claims, PCPC Constitution, PCPC Pickleball Safety and Play Etiquette, PCPC Bylaws, and PCPC Mandate and Vision as amended from time to time.

“PCPC” refers to the Peninsula Community Pickleball Club.

“Regulations” refers to the Societies regulations as drafted under the Societies Act.

Definitions in Act apply

1.2 The definitions in the Act and regulations apply to these Bylaws.

Conflict with Act or regulations

1.3 If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

PART 2 – MEMBERS

Application for membership

2.1 A person may apply to the Board for membership in the Society, and the person becomes a member upon joining PCPC through Pickleball Canada, paying the appropriate fees, signing the Waiver of Liability and Membership Agreement, and agreeing to comply with the Governing Documents.

2.1.a. PCPC will, from time to time, temporarily stop accepting new members as necessary to ensure adequate resources available for existing members.

2.1.b. New members will not be added on a first come first served basis and will be added at the discretion of the Board based on needs and resources of the club.

2.1.c. Non members will be allowed to wait list for playing time and if allowed to play, non-members agree to comply with Governing Documents on the same conditions as a member of PCPC.

2.1.d Court time for members and non members will be regulated by the Board and its administrative team based on needs and resources of the club.

Duties of members

2.2 Every member must uphold the constitution of the Society and must comply with these Bylaws and all of the Governing Documents.

2.2.a Members of the PCPC acknowledge that membership in PCPC is a privilege and not a right, and that if you choose to become a member of PCPC you are agreeing to play within the mission and vision of the PCPC as defined in our Governing Documents. Members who seek a different style of play are encouraged to choose other venues to find play opportunities that are more compatible with their personal goals.

2.2.b Member duties include playing to the level of the court, honouring your commitment to reserved play, and playing in a sportsmanlike manner at all times. Upon identifying member behaviour that is not consistent with these and other behaviours as defined in the Governing Documents, the PCPC Board will investigate the behaviour, communicate with the member, and determine whether additional action is required.

Amount of membership dues

2.3 The amount of the annual membership dues, if any, must be determined by the Board.

Member not in good standing

2.4 A member is not in good standing if:

(a) the member fails to pay the member's annual membership dues, if any, and the member is not in good standing for so long as those dues remain unpaid.

(b) the member fails, as demonstrated by a majority vote of the Board, to comply with any of the Governing Documents.

Member not in good standing may not vote

2.5 A voting member who is not in good standing

(a) may not vote at a general meeting, and

(b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members

Termination of membership if member not in good standing

2.6 A person's membership in the Society is terminated:

(a) immediately if the person fails to pay annual dues on the renewal date; or

(b) is not in good standing for failure to comply with the Governing Documents as determined by a majority vote of the Board.

- 2.7 If a person's membership is being considered for termination by a vote of the Board, the Board will:
- a) send to the member written notice of the proposed discipline or expulsion, including reason, and
 - b) give the member a reasonable opportunity to make representations to the society respecting the proposed discipline or expulsion.
- 2.8 A member who has been found not in good standing for failure to pay annual dues may reapply for membership at any time
- 2.9 Membership will also terminate upon request of a member. No fees will be reimbursed.

PART 3 – GENERAL MEETINGS OF MEMBERS

Time and place of general meeting

- 3.1 A general meeting must be held at the time and, if applicable, place the Board determines. Electronic meetings may be conducted as set out in the Act.

Ordinary business at general meeting

- 3.2 At a general meeting, the following business is ordinary business:
- (a) adoption of rules of order;
 - (b) consideration of any financial statements of the Society presented to the meeting;
 - (c) consideration of the reports, if any, of the directors or auditor;
 - (d) election or appointment of directors;
 - (e) appointment of an auditor, if any;
 - (f) business arising out of a report of the directors not requiring the passing of a special resolution.

Notice of special business

- 3.3 A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

Chair of general meeting

- 3.4 The following individual is entitled to preside as the chair of a general meeting:
- (a) the individual, if any, appointed by the Board to preside as the chair;

- (b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair,
 - (i) the president,
 - (ii) the vice-president, if the president is unable to preside as the chair, or
 - (iii) one of the other directors in attendance at the meeting, if both the president and vice-president are unable to preside as the chair.

Alternate chair of general meeting

- 3.5 If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are in attendance must elect an individual present at the meeting to preside as the chair.

Quorum required

- 3.6 Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is in attendance.

Quorum for general meetings

- 3.7 The quorum for the transaction of business at a general meeting is 3 voting members or 5% of the voting members, whichever is greater.

Lack of quorum at commencement of meeting

- 3.8 If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not in attendance,
- (a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and
 - (b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and , if applicable, place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

If quorum ceases to be present

- 3.9 If, at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum in attendance or until the meeting is adjourned or terminated.

Adjournments by chair

- 3.10 The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and, if applicable, from place to place, but

no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

Notice of continuation of adjourned general meeting

3.11 It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

Order of business at general meeting

3.12 The order of business at a general meeting is as follows:

- (a) elect an individual to chair the meeting, if necessary;
- (b) determine that there is a quorum, including review of documentation to confirm proxy authority granted as required by these bylaws;
- (c) approve the agenda;
- (d) approve the minutes from the last general meeting;
- (e) deal with unfinished business from the last general meeting;
- (f) if the meeting is an annual general meeting,
 - (i) receive the directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,
 - (ii) receive any other reports of directors' activities and decisions since the previous annual general meeting,
 - (iii) elect or appoint directors, and
 - (iv) appoint an auditor, if any;
- (g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- (h) terminate the meeting.

Methods of voting

3.13 At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, 2 or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

Announcement of result

3.14 The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

Proxy voting

3.15 Proxy voting is allowed under the following conditions:

- a. An appointment of a proxy holder:
 - i. must be in writing and include the name of the person assigning the proxy.
 - ii. must be to a member in good standing.
 - iii. will be good only for the meeting for which the proxy is issued.
 - iv. may be revoked at any time.
 - v. must be made by a member in good standing.
- b. Unless limited in the appointment, a proxy holder stands in the place of the voting member appointing the proxy holder. The proxy holder can do anything that the issuing member can do, including propose and second resolutions, participate in the discussion, and vote.
- c. The Board will not monitor the vote of the proxy or be responsible to ensure that the proxy holder votes as directed by the member issuing the proxy.

Matters decided at general meeting by ordinary resolution

3.16 A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

Matters decided by general or special resolution

3.17 A general resolution or a special resolution may be decided by voting at a general meeting, or by mail, voicemail, or another means of communication, including by fax, email, text, or other electronic means.

PART 4 – DIRECTORS

Number of directors on Board

4.1 The Society must have no fewer than 3 and no more than 11 directors.

Election or appointment of directors

4.2 At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect the Board from a slate of nominees that was included in the notice of the annual general meeting. Each member of the Board of Directors must be elected by a majority vote of the voting members.

The members of the Board of Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified.

Each member of the Board of Directors shall be a member of the PCPC in good standing and shall hold office for up to a three-year term.

The terms shall be staggered so that at the time of each annual meeting, the terms of at least half of all members of the Board of Directors shall expire. For the first annual general meeting at which the Board of Directors is elected, half of the nominees will serve a two-year term and the other half will serve a three-year term. At the next annual general meetings at which the director's term expires, all nominees to be elected at that annual general meeting will serve a three-year term.

Directors may fill casual vacancy on Board

4.3 The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a director during the director's term of office or to increase the number of directors.

Term of appointment of director filling casual vacancy

4.4 A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

PART 5 – DIRECTORS' MEETINGS

Calling directors' meeting

5.1 A directors' meeting may be called by the president or by any 2 other directors.

Notice of directors' meeting

5.2 At least 2 days' notice of a directors' meeting must be given unless all the directors agree to a shorter notice period.

Proceedings valid despite omission to give notice

5.3 The accidental omission to give notice of a directors' meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

Conduct of directors' meetings

5.4 The directors may regulate their meetings and proceedings as they think fit.

Quorum of directors

5.5 The quorum for the transaction of business at a directors' meeting is a majority of the directors.

5.6 Voting by Directors

A vote of the directors may be decided by voting by mail, voicemail, or another means of communication, including by fax, email, text, or other electronic means. The directors of the society may pass a directors' resolution without a meeting if a majority of the directors' consent to the resolution voting by mail, voicemail, or another means of communication including by fax, email, text or other electronic means.

PART 6 – BOARD POSITIONS

Election or appointment to Board positions

6.1 Directors must be elected or appointed to the following Board positions, and a director, other than the president, may hold more than one position:

- (a) president;
- (b) vice-president;
- (c) secretary;
- (d) treasurer.

Directors at large

6.2 Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as directors at large.

Role of president

6.3 The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties .

Role of vice-president

6.4 The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.

Role of secretary

6.5 The secretary is responsible for doing, or making the necessary arrangements for, the following:

- (a) issuing notices of general meetings and directors' meetings;
- (b) taking minutes of general meetings and directors' meetings;

- (c) keeping the records of the Society in accordance with the Act;
- (d) conducting the correspondence of the Board;
- (e) filing the annual report of the Society and making any other filings with the registrar under the Act.

Absence of secretary from meeting

6.6 In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

Role of treasurer

- 6.7 The treasurer is responsible for doing, or making the necessary arrangements for, the following:
- (a) receiving and banking monies collected from the members or other sources;
 - (b) keeping accounting records in respect of the Society's financial transactions;
 - (c) preparing the Society's financial statements;
 - (d) making the Society's filings respecting taxes.

PART 7 – REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY

Remuneration of directors

7.1 These Bylaws do not permit the PCPC to pay to a director remuneration for being a director, but the PCPC may, subject to the Act, pay remuneration to a director for services provided by the director to the PCPC in another capacity or for goods obtained on behalf of the PCPC with appropriate receipts or other acceptable records of the transaction.

Signing authority

- 7.2 A contract to be signed by the PCPC must be signed on behalf of the PCPC
- (a) by the president, together with confirmation from one other director.
 - (b) if the president is unable to provide a signature, by the vice-president together with confirmation of one other director,
 - (c) if the president and vice-president are both unable to provide signatures, by any one (1) other director with the confirmation of another director.
8. Any purchase on behalf of the PCPC that is to be reimbursed by PCPC must be approved by two members of the board.